

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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January 29, 2003

RECORDATION NO. 24313 FILED

JAN 30 '03

4:41 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement, dated January 31, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BOHLI/Staley Trust 2003A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Lessee: A.E. Staley Manufacturing Company
2200 E. Eldorado Street
Decatur, IL 62521

Mr. Vernon A. Williams
January 29, 2003
Page Two

A description of the railroad equipment covered by the enclosed document
is:

57 railcars STLX 51000 – STLX 51056

A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT, made and entered into as of January 31, 2003 by and between BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Lessor" or "Owner Trustee") and A.E. Staley Manufacturing Company (the "Lessee").

WITNESSETH:

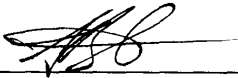
The undersigned have entered into that certain Equipment Lease Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the terms defined in the Lease Agreement.

[SIGNATURES TO FOLLOW]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: 
Name: Arthur L. Blakeslee
Title: Assistant Vice President

A.E. STALEY MANUFACTURING COMPANY

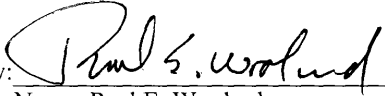
By: _____
Name: Paul E. Woolard
Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: _____
Name:
Title:

A.E. STALEY MANUFACTURING COMPANY

By:  _____
Name: Paul E. Woolard
Title: Treasurer

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) ss

On this 30th day of January, 2003, before me personally appeared, Arthur L. Blakeslee, to me personally known, being by me duly sworn, says that he is the Assistant Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on January 30, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of ~~CONNECTICUT~~

Karen R. Felt

KAREN R. FELT
NOTARY PUBLIC
MY COMMISSION EXPIRES 02/29/2004

STATE OF ILLINOIS)
)
COUNTY OF MACON) ss

On this 24th day of January, 2003, before me personally appeared, Paul E. Woolard, to me personally known, being by me duly sworn, says that he is the Treasurer of A.E. Staley Manufacturing Company (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on January 24, 2003 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Notary Public in and for
the State of ILLINOIS

Chris E. Livergood

